

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. Grace & Co., <i>et al.</i> ,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	RE: Docket No. _____
_____)	

**ORDER GRANTING APPLICATION OF DIES & HILE, L.L.P. FOR FINAL
APPROVAL AND ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES RELATED SOLELY TO SERVICES RENDERED
IN THE SEALED AIR AND FRESenius ADVERSARY ACTIONS**

AND NOW, to wit this ____ day of _____, 2006, the Court having heard the Application of Dies & Hile, L.L.P. (“D&H) for Final Approval and Allowance of Compensation and Reimbursement Of Expenses Related Solely to Services Rendered in the Sealed Air and Fresenius Adversary Actions (the “Application”), and the Court having found that the relief sought therein is reasonable and necessary, IT IS HEREBY

ORDERED that the Application is GRANTED; and it is further

ORDERED that the Court approves and allows, on a final basis, D&H’s fees in the amount of \$72,207.50 and expenses in the amount of \$9,201.02; and it is further

ORDERED, the Debtors are authorized and directed to issue payment of the approved fees and expenses to D&H within ten (10) days from the entry of this Order.

The Honorable Judith K. Fitzgerald, Judge
United States Bankruptcy Court